

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION,

Plaintiff,

v.

CARDINAL HEALTH, INC.,

Defendant.

No. 07-CV-6709 DAB
ECF CASE

**DECLARATION OF WAYNE M. CARLIN IN SUPPORT OF UNOPPOSED MOTION
FOR ORDER DIRECTING DISBURSEMENT TO DEFENDANT CARDINAL HEALTH,
INC. TO RETURN OVERPAYMENT OF ITS MONETARY OBLIGATIONS UNDER
THE FINAL JUDGMENT**

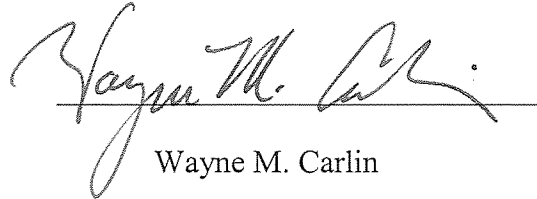
1. I am a member of the firm of Wachtell, Lipton, Rosen & Katz, counsel for defendant Cardinal Health, Inc. ("Cardinal").
2. I respectfully submit this declaration pursuant to 28 U.S.C. § 1746 to bring before the Court certain facts in support of Cardinal's unopposed motion for an Order directing a disbursement to Cardinal to return an overpayment of its monetary obligations under the Final Judgment.
3. This case was filed on July 26, 2007 as a settled matter; on August 2, 2007, and pursuant to Cardinal's consent, the Court entered the Final Judgment in this case. *See* Docket Entry No. 2. The Final Judgment required, among other things, that Cardinal pay one dollar in disgorgement and pay a civil money penalty of thirty-five million dollars. The Final Judgment

further required Cardinal to “satisfy these obligations by paying \$35,000,001” to the Clerk of the Court. *See* Final Judgment, Section V.

4. On May 18, 2007, prior to the filing of the Complaint, and in anticipation of the eventual settlement of the Commission’s claims against Cardinal, Cardinal placed \$35,000,000 into an interest-bearing escrow account. This account earned \$198,108.31 in interest while the Commission reviewed and ultimately determined to accept the proposed settlement that led to the filing of this case as a settled matter. However, as a result of the escrow arrangement, Cardinal mistakenly overpaid its monetary obligations under the Final Judgment when it transferred the entire amount in the escrow account, including the \$198,108.31 in accumulated interest, to the Clerk of the Court on August 8, 2007, following the entry of the Final Judgment.

5. Subsequently, counsel for Cardinal and counsel for plaintiff United States Securities and Exchange Commission (“Commission”) have discussed Cardinal’s overpayment of its monetary obligations under the Final Judgment. The parties agree that the overpayment was a mistake, and counsel for the Commission has informed me that it would not object to Cardinal’s request to return the \$198,108.31 it overpaid, together with the interest earned on that overpayment.

I declare under penalty of perjury that the foregoing is true and correct. Executed on
June 16, 2008 in New York, New York.



Wayne M. Carlin